

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Anchorage Capital Master Offshore, Ltd.
Name of Transferee

Goldman Sachs Lending Partners LLC
Name of Transferor

Name and Address where notices to transferee should be sent:

Anchorage Capital Master Offshore, Ltd.
c/o Anchorage Capital Group, L.L.C.
610 Broadway, 6th Floor
New York, New York 10012
Attention: Melissa Griffiths
Phone No.: 212-432-4643
Email: mgriffiths@anchoragecap.com

Court Claim # (if known): 19487
Amount of Claim: \$580,000,000.00 (allowed)
Transferred Amount: \$19,000,000.00
Date Claim Filed: 9/18/09
Debtor: Lehman Commercial Paper Inc.

With a copy to:
Robert Scheininger
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019

Phone: _____
Last Four Digits of Acct #: _____

Phone: _____
Last Four Digits of Acct. #: _____

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

ANCHORAGE CAPITAL MASTER OFFSHORE, LTD.

By: Anchorage Capital Group, L.L.C., its
Investment Manager

Date: _____

By: _____
Name of Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

Acknowledged and Agreed:

GOLDMAN SACHS LENDING PARTNERS LLC

By: 
Transferor/Transferor's Agent

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **Goldman Sachs Lending Partners LLC** ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **Anchorage Capital Master Offshore, Ltd.** (the "Assignee") an undivided portion to the extent of **\$19,000,000.00** of the settled amount described below (the "Assigned Claim") of its right, title, interest, claims and causes of action in and to, or arising under or in connection with Claim No. **19487** filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") against **Lehman Commercial Paper Inc.** (the "Debtor"), the debtor in Case No. **08-13900** pending in the Bankruptcy Court, as settled in the amount of \$580,000,000.00 by Bankruptcy Court Order dated November 18, 2011.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim, recognizing Assignee as the sole owner and holder of the Assigned Claim, and directing that all payments or distributions of money or property in respect of the Assigned Claim be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this November 16, 2012.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____

Name: _____

Title: _____

[Signature]
Wan Anderson
Authorized Signatory

ANCHORAGE CAPITAL MASTER OFFSHORE,
LTD.

By: Anchorage Capital Group, L.L.C., its
Investment Manager

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this November 10, 2012.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

ANCHORAGE CAPITAL MASTER OFFSHORE,
LTD.

By: Anchorage Capital Group, L.L.C., its
Investment Manager

By:  _____
Name:
Title: MICHAEL AGLIALORO
Executive Vice President